

KELLER BENVENUTTI KIM LLP
Tobias S. Keller (#151445)
(tkeller@kbbkllp.com)
Peter J. Benvenutti (#60566)
(pbenvenutti@kbbkllp.com)
Jane Kim (#298192)
(jkim@kbbkllp.com)
650 California Street, Suite 1900
San Francisco, CA 94108
Tel: 415 496 6723
Fax: 650 636 9251

Attorneys for Debtors and Reorganized Debtors

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case, No. 19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case) (Jointly Administered)

**DECLARATION OF ROBB MCWILLIAMS
IN SUPPORT OF REORGANIZED
DEBTORS' NINETY-EIGHTH OMNIBUS
OBJECTION TO CLAIMS (PASSTHROUGH
CLAIMS)**

**Response Deadline:
August 11, 2021, 4:00 p.m. (PT)**

Hearing Information If Timely Response Made:

Date: August 25, 2021

Time: 10:00 a.m. (Pacific Time)

Place: (Telephonic Appearances Only)
United States Bankruptcy Court
Courtroom 17, 16th Floor
San Francisco, CA 94102

1 I, Robb C. McWilliams, pursuant to section 1746 of title 28 of the United States Code, hereby
2 declare under penalty of perjury that the following is true and correct to the best of my knowledge,
3 information, and belief:

4 1. I am a Managing Director at the firm of AlixPartners, LLP (“**AlixPartners**”), which is
5 an affiliate of both AlixPartners, LLC and AP Services, LLC, (“**APS**”). APS was previously retained to
6 provide interim management services to PG&E Corporation and Pacific Gas and Electric Company, as
7 debtors and reorganized debtors (collectively, the “**Debtors**,” and as reorganized pursuant to the Plan,
8 the “**Reorganized Debtors**”) in the above-captioned Chapter 11 cases (the “**Chapter 11 Cases**”). I
9 submit this Declaration in support of the *Reorganized Debtors’ Ninety-Eighth Omnibus Objections to*
10 *Claims (Passthrough Claims)* (the “**Omnibus Objection**”),¹ filed contemporaneously herewith, with
11 respect to the Proofs of Claim listed on **Exhibit 1A** to the Omnibus Objection.²

12 2. In my current position, I am responsible for overseeing the Bankruptcy Case Management
13 component of AlixPartners’ assignment to assist the Reorganized Debtors with various matters related
14 to these Chapter 11 Cases. My area of responsibility includes the effort by AlixPartners, in coordination
15 with the Reorganized Debtors, to review and assess the validity of all claims asserted against the Debtors,
16 other than (a) Fire Claims and Subrogation Wildfire Claims and (b) providing limited support with
17 respect to Securities Claims. I am generally familiar with the Reorganized Debtors’ day-to-day
18 operations, financing arrangements, business affairs, and books and records. Except as otherwise
19 indicated herein, all facts set forth in this Declaration are based upon my personal knowledge, the
20 knowledge of other AlixPartners professionals working under and alongside me on this matter, my
21 discussions with the Reorganized Debtors’ personnel, the Reorganized Debtors’ various other advisors
22 and counsel, and my review of relevant documents and information prepared by the Reorganized
23 Debtors. If called upon to testify, I would testify competently to the facts set forth in this Declaration. I
24 am authorized to submit this declaration on behalf of the Reorganized Debtors.

25 ¹ Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in
26 the Omnibus Objection.

27 ² I understand that the objection to the Proof of Claim set forth on **Exhibit 1B** to the Omnibus
28 Objection is supported by the Declaration of Renee Records that is being submitted concurrently with
this Declaration, and it is not the subject of this Declaration.

1 3. The AlixPartners team under my supervision has been actively and intimately involved
2 in the claims review and reconciliation process since shortly after the filing of these Chapter 11 Cases.
3 AlixPartners initially assisted the Debtors in the preparation of their bankruptcy schedules based on the
4 Debtors' books and records. As claims were filed, AlixPartners coordinated with the Debtors the process
5 of reconciling filed claims with the Debtors' schedules and books and records to determine the validity
6 of filed claims based on those schedules and books and records. AlixPartners has developed and
7 maintains a claims reconciliation database and various data management applications that are used by
8 the Reorganized Debtors and AlixPartners to identify both valid claims as well as claims that are not
9 valid in whole or in part and the appropriate grounds for objection to such claims. AlixPartners is now
10 supporting, and will continue to support, the efforts of the Reorganized Debtors and their counsel to
11 resolve disputed claims, including by formal objections as necessary.

12 4. The Omnibus Objection is directed to those Proofs of Claim (the "**Passthrough Proofs
13 of Claim**"), which are identified in **Exhibit 1A** and **Exhibit 1B** to the Omnibus Objection, in the columns
14 headed "Claims To Be Expunged," and referred to in the Omnibus Objection as either "Customer No
15 Liability / Passthrough Claims" or "Post-Petition Claims." **Exhibit 1A** to the Omnibus Objection was
16 prepared by the AlixPartners team under my overall supervision, and I am familiar with the document,
17 its contents, and the process under which it was prepared.

18 5. As part of the claims review and reconciliation process described above, the AlixPartners
19 team, working with the Reorganized Debtors' personnel and other professionals, has identified a number
20 of Proofs of Claim filed by Customers that arise from either (1) Customer Security Deposits³ or
21

22 ³ As defined in the *Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363(b), and 507(a) and Fed. R.*
23 *Bankr. P. 6003 and 6004 for Interim and Final Orders (I) Authorizing Debtors to (A) Maintain and*
24 *Administer Customer Programs, Including Public Purpose Programs, and (B) Honor Any Prepetition*
25 *Obligations Relating Thereto; and (II) Authorizing Financial Institutions to Honor and Process Related*
26 *Checks and Transfers* [Docket No. 16] the ("**Customer Programs Motion**"), "Security Deposits" are
27 those Deposits required for certain customers to demonstrate sufficient creditworthiness prior to the
28 Debtors providing gas and electric services. Security Deposits are credited to customer accounts or
refunded directly to customers if (a) a Customer has no more than two past-due bills during the twelve-
month period after commencing service and/or has not had service otherwise discontinued for non-
payment during such twelve-month period; (b) a Customer voluntarily discontinues service; or (c) a
Customer otherwise meets the Debtors' criteria for creditworthiness and requests the return of a Security
Deposit.

1 (2) Energy Efficiency Program Rebates⁴. Customers were not required to file Proof(s) of Claim for
2 Energy Billings. The Customer No Liability / Passthrough Claims will be resolved in the ordinary
3 course, and do not represent a current right to payment.

4 6. I am informed and believe that the Reorganized Debtors' personnel conducted a rigorous
5 review of their records to confirm that the holders of the Customer No Liability / Passthrough Claims
6 did not hold any valid non-ordinary course prepetition Claims. First, the Reorganized Debtors and their
7 advisors either established that all Claimants were current or former Customers of the Utility or that the
8 Claims sought amounts solely arising from Customer Security Deposits or Energy Efficiency Program
9 Rebates. Next, the Reorganized Debtors' Customer Relations Department cross-checked the Claims
10 against complaints made to the California Public Utilities Commission and excluded any claims where
11 a formal complaint remained unresolved. Finally, the Reorganized Debtors and their professionals
12 checked Claimants' names against parties with known litigation claims, Fire Victim Claims, and other
13 property damage claims. Any matches have been excluded and are not the subject of this Objection.

14 7. If not expunged, the Passthrough Proofs of Claim potentially could allow the applicable
15 Claimants to receive recoveries to which they are not entitled.

16
17 Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and
18 correct to the best of my knowledge, information, and belief. Executed this fifteenth day of July, 2021.

19 /s/ Robb McWilliams
20 Robb McWilliams
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23

24 ⁴ Also as defined in the Customer Programs Motion, the Reorganized Debtors' CPUC-mandated
25 Energy Efficiency Programs ("EE Programs") offer incentives, services, education and tools aimed to
26 assist residential, commercial, industrial, and agricultural Customers and local government partners in
27 eliminating unnecessary energy use and saving money. Through strategic energy planning support,
28 technical support services, and financial support through rebates, incentives, education, and financing
options, the EE Programs empower Customers to better understand, manage, and eliminate
unnecessary energy use. Rebates are owed to Customers upon completion of the project or as defined
by the underlying incentive agreements.